



2021 BOARD'S REPORT

AGROGENERATION GROUP AND AGROGENERATION S.A.



Paris, 02 August 2022

Dear Shareholders,

We have called you to the Annual General Meeting in accordance with the provisions of the law and Articles of Association of our Company, in particular to report to you on the activity and results of the AgroGeneration Group and of AgroGeneration S.A. during the financial year ended December 31, 2021 and to submit the financial statements for said financial year and the consolidated financial statements of the Group for your approval.

It is specified that due to the political situation in Ukraine (Russian military invasion described in paragraph 1.9.1), the Group has not been able to meet the forecasted deadline for the Group's 2021 financial accounts publication (30 April 2022) and to convene the general assembly before 30 June 2022. Following the company's request the convening of the shareholders general meeting to review and approve such financial statements has been postponed by the Commercial Court in Paris through 30 September, 2022.

Your Statutory Auditors, BDO Paris Audit & Advisory and FIDAG, will provide you in their reports with all information regarding the regularity of the financial statements presented to you.

All the corporate documents, accounts, reports and other related documents have been communicated or made available to you under the conditions and within the time limits provided by legal and regulatory provisions.

The Board of Directors



TABLE OF CONTENT

PART 1 – MANAGEMENT REPORT	6
1. ACTIVITY AND RESULTS OF THE GROUP DURING 2021 FISCAL YEAR AND OUTLOOKS	6
1.1. Activity.....	6
1.2. Key Events.....	6
1.2.1. Geo-political and economic situation in Ukraine	6
1.2.2. Impact on COVID 19 on the Group’s operations.....	10
1.2.3. Litigation with EHGO/ORNANE completion	11
1.3. Group’s results and consolidated financial statements.....	12
1.3.1. Presentation and valuation methods.....	12
1.3.2. Presentation of key results	12
1.4. Exposure to risks	13
1.5. Financial situation and results analysis	14
1.5.1. Summary of consolidated financial statements	14
1.5.2. Earnings	15
1.5.3. Financial structure.....	17
1.6. Progress and challenges	17
1.7. Research and development	17
1.8. Foreseeable developments and outlook	18
1.9. Significant events occurred since 31 December 2021.....	19
1.9.1. War in Ukraine	19
1.9.2. Audit of the financial statements	20
2. GROUP’ S PERIMETER	20
2.1. Group’s companies.....	20

2.2.	Acquisitions and disposals of investments.....	20
3.	STATUTORY ANNUAL ACCOUNTS AND RESULT ALLOCATION	20
3.1.	Review of annual accounts of AgroGeneration S.A.	20
3.1.1.	Presentation rules and evaluation methods	20
3.1.2.	Turnover and results	20
3.1.3.	Shareholders' equity	21
3.1.4.	Payment deadlines.....	21
3.1.5.	Loans of less than 3-years concluded by AgroGeneration S.A.	22
3.2.	Proposed allocation of the result.....	22
3.3.	Non-deductible expenses	23
3.4.	Amount of dividends distributed over the past three fiscal years eligible to the 40% rebate and non-eligible to this rebate	23
3.5.	Five-year financial summary.....	23
4.	FREE SHARES, STOCK-OPTIONS, STOCK SUBSCRIPTION WARRANTS, BSPCE (STOCK OPTIONS) AND OTHER SECURITIES	23
5.	DISCLOSURE OF INFORMATION REGARDING TRADING IN SECURITIES BY EXECUTIVES OR BOARD MEMBERS OR ASSIMILATED.....	24
6.	INFORMATION ON THE SHARE CAPITAL OF AGROGENERATION S.A.....	24
6.1.	Shareholding structure	24
6.2.	Information regarding the transactions made by the Company on its share capital	24
6.2.1.	Employee participation in the capital	24
6.3.	Stock price.....	25
6.4.	Branches	25
7.	INFORMATION ON ENVIRONMENTAL IMPACTS AND SOCIAL PROGRAMS	25
7.1.	Protection of the environment	25
7.2.	Social programs.....	25
8.	INJUNCTIONS OR FINES AS A RESULT OF ANTI-COMPETITIVE PRACTICES	26

PART 2 – CORPORATE GOVERNANCE REPORT	27
1. Agreements referred to in article L. 225-37-4 paragraph 2 of the French Commercial code.....	27
1.1. Regulated agreements duly authorized throughout the financial year.....	27
1.2. Regulated agreements approved in the past financial years and pursued during the current financial year	27
1.3. Regulated agreements authorized since the end of the financial year	30
1.4. Agreements entered into between the subsidiaries of the Company and the shareholders and/or executives of the Company.....	31
2. GOVERNANCE	31
2.1. Composition of the Board of Directors and of the executive management during the past financial year	31
2.2. Personal information regarding the Managing Director	32
2.3. Personal information regarding the members of the Board of Directors	33
2.4. List of other directorships and positions held by the corporate officers	37
2.5. Remuneration of the Members of the Board of Directors and Executive Management.....	39
2.5.1. Remuneration of the Members of the Board of Directors	39
2.5.2. Remuneration of the Executive Management.....	39
2.6. Authorization to increase the share capital	39
APPENDIX 1 – LIST OF CONSOLIDATED COMPANIES	40
APPENDIX 2 - TABLE OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS	41
APPENDIX 3 – SUMMARY TABLE OF THE VALID AUTHORIZATIONS GRANTED BY THE GENERAL MEETING.....	42

PART 1 – MANAGEMENT REPORT

1. ACTIVITY AND RESULTS OF THE GROUP DURING 2021 FISCAL YEAR AND OUTLOOKS

1.1. Activity

Founded in 2007, AgroGeneration is a large-scale producer of grain and oilseed. The Company's core business is grains and oil commodity crop farming, operating near 60,000 hectares of high quality agricultural lands in the East of Ukraine.

Listed on the Euronext Growth Paris market since March 2010, the Company is controlled by SBF IV: the investment fund, managed by SigmaBleyzer Investment Group, which has around 30 years of experience in the private equity sector in Eastern Europe.

At the end of 2021 AgroGeneration employed approximately 800 employees, out of which approximately 200 seasonal workers. The Group had a capacity of up to 200,000 tons of production per annum on average and over 140,000 tons of storage.

Around the long-term lease of land, the Group has developed a semi-intensive agricultural practice model, with controlled use of inputs, the search for first choice fertilisers and seeds and high-performing machinery. AgroGeneration marketed the production directly on the Ukrainian market and exported to top-tier buyers.

In 2021, the Group operated in Kharkiv region in Ukraine with 6 farms, an operational centre in Kharkiv and a central office in Kyiv. The Company's registered office is in Paris.

1.2. Key Events

1.2.1. *Geo-political and economic situation in Ukraine*

Until February 2020, the Ukrainian economy was in a robust macroeconomic state thanks to the successful implementation of a reform program, with declining public debt, falling inflation and positive growth forecasts. But the Covid-19 outbreak and associated lockdown measures resulted in a sharp economic downturn with visible negative impact observed by the end of 2020. Ukrainian economy returned back to growth in 2021, overcoming negative implications of COVID-related restrictions.

However, since February 2022, Ukraine is facing another sharp economic and geopolitical downturn on the back of Russian invasion of Ukraine launched on February 24th with impacts

on Ukrainian economy and the group which cannot be accurately assessed for the moment as the war is ongoing in Ukraine to the date of this report.

2021 Year-End Macroeconomic overview in Ukraine – pre-war status

The economy returned to growth in 2021 as activity recovered, easing COVID restrictions, with fiscal and monetary stimulus providing further support. Among the reasons were the high demand in the world for the products of domestic agro-industrial complex, record-high 2021 harvest, a much more stable banking system compared to previous crisis episodes, continued structural reforms in cooperation with international partners. The fiscal deficit shortened to -3.4 GDP in 2021 (vs. -5.3% GDP in 2020). Public debt reduced to 49.0% GDP in 2021 (vs. 61.0% GDP in 2020). During 2021, the hryvnya gained 3% vs the USD with UAH/USD rate declining from 28.2 as of the end of 2020 to 27.2 as of the end of 2021, but inflation increased to 9.4% in 2021 (from 3.2% in 2020) due to the aggravating of energy and food prices. According to IMF, Ukraine's unemployment rate insignificantly declined in 2021 and stayed at 9.8% (vs. 10.1% in 2020). As a result, after contracting by 3.8% in 2020, the Ukrainian economy returned to GDP growth of about 3.4% in 2021.

In 2020, Ukraine started to adopt new land market reform. At the end of March 2020, the Verkhovna Rada approved the new law regarding the sale of agricultural land and opening of the land market. Adhering the reform, on July 1st, 2021, the moratorium for land sale had been removed (a moratorium on farmland sales in Ukraine has been in place since 2001 and affected close to 70% of the territory and 16% of the Ukraine's population, which could not freely dispose of their farmland plots) and the land market was opened. Under the new law the sale of land in one hand in the first two years after the start of the land reform is limited to 100 hectares, and only individuals who are Ukrainian citizens will be eligible to buy land until January 1st, 2024. Only after January 1st, 2024 Ukrainian legal entities will be allowed to buy land at a concentration of no more than 10,000 ha. The ban on sale of state and municipal agricultural land remains in force. Admission of foreigners to the purchase of land on the territory of Ukraine will be possible only after the relevant decision is taken through a national referendum. It was expected that the new land market reform would boost economic growth by as much as 3% p.a. and substantially increase the value of the economy.

War in Ukraine and Current Macroeconomic Situation

On 24 February 2022, Russian forces commenced a military invasion of Ukraine resulting in a full-scale war across the country. The ongoing military attack has led, and continues to lead, to significant casualties, dislocation of the population, damage to infrastructure and disruption to economic activity in Ukraine.

More than 4 million people have fled Ukraine, with over half crossing into Poland and many entering Hungary, Moldova, and Romania. In Ukraine, 6.5 million people are already estimated to be internally displaced and about one-third of the population requires emergency humanitarian assistance. Sea ports and airports are closed and have been damaged, as well as many roads and bridges have been damaged or destroyed, further aggravating transportation and logistics.

After the start of the war in Ukraine on February 24, 2022, the Ukrainian government, aiming to maintain macro stability and avoid a humanitarian catastrophe in the country, has implemented emergency measures to protect core government operations and ensure Ukrainians can continue to access cash and meet their most basic needs, in particular:

- Since 24 February, the official exchange rate has been fixed at UAH 29.25 for 1 USD, and the National Bank of Ukraine (NBU) introduced restrictions on the currency market for the protection of the Ukrainian financial system and its robust and stable operations.
- The National Bank of Ukraine has postponed its key policy rate decision, and the key policy rate will therefore stay unchanged at 10% since the forced administrative restrictions are in place and till the events in Ukraine will come back to normal.
- The National Bank of Ukraine has taken steps necessary to ensure uninterrupted cash and cashless payments and to support the continuous functioning of Ukraine's banking system under martial law. The banking system remains stable and liquid; the payment system remains operational, banks are open.
- In March 2022, the Verkhovna Rada of Ukraine approved a set of taxation amendments to support Ukrainian businesses under war conditions. The law establishes a special economic regime during the period of martial law. According to the law, all companies with annual turnover of up to UAH 10 billion (circa USD 33 million to date) may now stop paying VAT and corporate profit tax (CPT), switching to a 2% turnover tax. Physically lost



goods are not subject to VAT. Reimbursement of VAT for exporters is frozen. Private entrepreneurs (Group 1 and Group 2) are allowed to pay no taxes (and they are not expected to pay united social contribution during 1 year after martial law ends). For car fuel, excise tax is zeroed and VAT rate is decreased from 20% to 7%. Also, support of the national war effort is relieved from taxation.

- The Ukrainian government has introduced export licensing of key foodstuffs including wheat, corn, poultry meat, and sunflower oil.

Since the beginning of war in Ukraine, international organizations (IMF, EBRD, EU, World Bank), along with individual countries and charities, have provided Ukraine with bilateral and concessional financing, donations and material support. In total, international support has reached, according to publicly available sources, more than USD 15 billion to the date.

According to leading world financial institutions (e.g. WB, IMF) latest available estimates, the Ukrainian economy is expected to contract by 35-45% in 2022. The International Monetary Fund predicts Ukraine's government debt to increase to 86.2% of the country's GDP in 2022 due to Russia's war (vs. 49% in 2021). The country's budget deficit may reach 17.8% (vs. -3.4% GDP in 2021). According to WB, although assessing the war's impact on poverty at this juncture is difficult, the baseline projection assumes Ukraine's poverty rate based on the \$5.50 per day threshold will increase from 1.8 percent in 2021 to 19.8 percent in 2022. All in all, the magnitude of the Ukrainian economy contraction, however, is subject to a high degree of uncertainty related to the duration and intensity of the war, which is still ongoing. Further economic growth in the country depends upon the resolving the Russia invasion of Ukraine and upon success of the Ukrainian government in realization of new reforms and recovery strategy (incl. cooperation with the international funds) after stopping the invasion.

All farming subsidiaries of the Group are located in the Kharkiv oblast of Ukraine, where there is a high risk in the further escalation of military conflict, which is already in place since February 2022. As of December 31, 2021, the carrying value of the Group's assets located in the Kharkiv oblast was €71.6 m. Sowings of the Group in 2021 in Kharkiv oblast represented around 56,000 ha.

To the date of these report, on the back of war, the Group has constrainedly reduced its operational land assets to around 30,000 ha.

Management is monitoring the developments in the current environment and taking actions, where appropriate, to minimize any negative effects to the extent possible. Further adverse developments in the political, macroeconomic and/or international trade conditions may further adversely affect the Group's financial position and performance in a manner not currently determinable.

1.2.2. Impact on COVID 19 on the Group's operations

In December 2019, an outbreak of a new strain of coronavirus (COVID-19) originated in Wuhan, China and has since spread worldwide. On March 11, 2020, the World Health Organization declared COVID-19 as a pandemic. Ukraine declared a state of emergency on March 25, 2020. By the end of 2020, Ukraine had adopted a National COVID-19 Vaccination Roadmap, and a vaccination campaign started in February 2021. The Ukrainian government approved the use of AstraZeneca/Covishield, Sinovac Biotech, and Pfizer vaccines in Ukraine. In 2021, vaccinations were executed all over Ukraine.

Due to the COVID-19 pandemic, Ukrainian economic sectors was hit hard in 2020, and a slow recovery was observed in 2021, subject to global post-pandemic recovery. Due to vaccination conducted in 2021, Ukraine was able to soften the strictness of lockdowns allowing businesses to operate in the environment closer to normal while keeping minimum required preventive measures in place. Agriculture was among the least affected by quarantine restrictions, while service, trade and transport were the most affected. The direct impact of the pandemic on the economy was channelled through stopped domestic economic activity in sectors affected by the shutdown, as well as lower demand for Ukrainian exports and lower remittances from abroad. Second-round effects stem from reduced household income, redirection of government spending and disruption of investment plans of companies, resulting in lower demand for a wide range of goods and service.

In accordance with the national regulations and the best practices recommendations, AgroGeneration put in place sanitary measures in its operations to ensure employees safety, including observing social distancing, providing proper sanitizing and protective masks, organizing medical screenings at the office premises or local medical authorities, etc. from the very beginning of the pandemic outbreak. Administrative employees worked from home as much as possible. Travel were virtually eliminated so that employees may observe stay-in-

place orders and quarantines, with those in field operations observing all sanitary norms. In 2021, the Company kept safety measures in place for continuity of business operations.

In addition, during 2021, the Company also took a proactive position by promoting vaccination along with other measures aimed at securing employees' safety in line with the guidelines issued by the Government of Ukraine. The Group executed vaccination program for its employees at the local medical authorities. By the end of 2021, 92% of the employees in the corporate center of the Group and 50% of the employees in the farms were vaccinated.

Since the start of the outbreak, there was no notable negative impact to AgroGeneration's operations, no change nor impact on the company's profitability position, and management did not see any material change to the company's business operations.

Should the situation worsen, the Covid-19 pandemic may have potential impacts on the financial statements: the company could potentially see an impact on future revenues, costs of inputs, timing of inputs supplies (and thus a change in yields), lower world crop prices, and increase storage costs. These and other factors could influence the cash flow of the company and the balance sheet. Management will continue to closely monitor the situation and assess the need for any future additional measures as the situation develops.

1.2.3. Litigation with EHGO/ORNANE completion

AgroGeneration signed a financing agreement with the European High Growth Opportunities Securitization Fund (EHGO), managed by Alpha Blue Ocean, on June 6, 2018 for the issuance of bonds redeemable in new or existing shares (ORNANE) for a maximum nominal value of €20 million.

During the first-half year 2019 EHGO requested before the Paris Commercial Court termination of the ORNANE agreement and early repayment of the outstanding 190 ORNANE bonds, at a nominal value for a total amount of €1.95 million in cash. AgroGeneration was contesting the EHGO request and considered that it was acting within its rights. The related cases have been remanded to the courts several times during 2020 and remained unresolved as of December 31, 2020. The related risks were covered by a provision booked in the Group accounts as of December 31, 2020 (Note 20) based on weighted risk scenario. The total liabilities under ORNANE bonds as of December 31, 2020 combined two parts: the fair value

of 190 ORNANEs at a convertible share price at that date, valued at € 0.611 million (Note 18), and provision for € 0.609 million (Note 20), totaling € 1.220 million.

On 16 September 2021, AgroGeneration and the European High Growth Opportunities Securitization Fund (fund managed by Alpha Blue Ocean) entered into a settlement agreement. This settlement agreement, which does not imply any recognition of liability, or the validity of the grievances raised on either side, ended all disputes between the parties. The Agreement provided lapse of the outstanding 190 ORNANEs, the termination of the financing agreement and a partial repayment of the sum paid to AgroGeneration by EHGO for the issuance of the ORNANE.

AgroGeneration has fully repaid compensation by the end of 2021, for around € 1.5 million in cash and in shares settlement (including the transfer of 686,411 treasury shares owned by the AgroGeneration to EHGO). This settlement at an amount, exceeding total related liabilities initially recognized as of December 31, 2020, resulted in € 0.143 million net expenses recognized in 2021 Income Statement.

1.3. Group's results and consolidated financial statements

1.3.1. Presentation and valuation methods

The consolidated financial statements were prepared in compliance with IFRS standards as currently adopted in the European Union.

1.3.2. Presentation of key results

The key items of the consolidated financial statements were as follows :

- production of c.a. 166,000 tons of grain and oilseed in 2021;
- revenue of €43.9 million;
- net profit of €14.2 million given an operating profit of €16.7 million and a financial loss of €2.7 million;
- shareholders' equity of €50.1 million;
- net debt, given available cash of €7.1 million (€2.7 million of short-term financial assets, incl. deposits and Ukrainian domestic government bonds redeemed in April 2022), of €17.5 million (incl. IFRS 16).

1.4. Exposure to risks

The main risks and uncertainties facing the Group are:

- war risk that can affect the condition and property of fixed assets and leased land, offices and production facilities, storage facilities and stocks of produced goods and inventories, employees (their loss resulting in disruption of business processes), ability of logistics routes in Ukraine, ability to conduct export activities, the data (its loss on the back of cyber attacks), availability of banking services, and ability to attract new loans;
- political and economic risks that remain very high;
- climatic and phytopathogenic risk that can affect the level of harvests and the quality of products;
- risk on the fluctuation of the price of agricultural commodities which directly impacts the level of turnover;
- legal and tax risks related to Ukrainian system that is still being developed;
- foreign exchange risk with a significant potential impact in case of depreciation of the hryvnia against the dollar and the Euro on the financial results;
- liquidity risk associated with the recent turmoil in Ukraine which led to significant tension and weakened sources of foreign investment and the ability of the local banking system to offer attractive interest rates;
- counterparty risk related to the absence of a secured prior guarantee group policy;
- risk of repatriation of capital invested in Ukrainian and Cypriot subsidiaries related to changes in the political environment.

1.5. Financial situation and results analysis

1.5.1. Summary of consolidated financial statements

Financial indicators

(in € thousands)	2020 Published	2020 Restated ⁽¹⁾	2021
Revenue	39,146	39,146	43,896
Biological assets and finished goods (change in fair value)	10,044	10,351	20,006
Cost of sales	(32,722)	(32,722)	(31,541)
Gross profit	16,468	16,775	32,361
Selling, general and administrative expenses	(4,876)	(4,876)	(4,518)
Other income and expenses	(370)	(370)	(11,100)
Operating profit	11,222	11,529	16,743
Net financial income (expense)	(9,174)	(9,796)	(2,654)
Tax	600	600	113
Net profit (loss) from continued operations	2,648	2,333	14,202
Net profit (loss) from discontinued operations	-	-	-
Net profit (loss)	2,648	2,333	14,202

(in € thousands)	2020 Published	2020 Restated ⁽¹⁾	2021
EBITDA ⁽²⁾	19,558	19,419	35,183
Equity	34,711	33,858	50,145
Net debt ⁽³⁾	25,053	26,546	17,500
Net debt excl. IFRS16	10,969	10,969	632

(1) During 2021 the Group has modified its approach to the measurement of lease assets and liabilities related to land lease under IFRS 16. This modification provided to include the full actual land lease payment (including that outside of contractual terms) which reflects the market rate. The Group believes that the modified approach provides more complete, relevant and useful information for the stakeholders. As such this modification represents change in accounting policy and is applied retrospectively (IAS 8) by restating comparative 2020 figures. For more information please refer to the Note 5 of the Consolidated Financial Statements 2021.

(2) EBITDA = earnings before interest, tax, depreciation, amortization, provision, net gain or loss on fixed asset divestiture and impairment of non-current assets and additional non-contractual portion of lease commitments - see appendix I for detail

(3) Total borrowings minus available cash and short-term financial assets and additional debt related to additional non-contractual portion of lease commitments - see appendix I for detail

Production and revenue

In 2021, AgroGeneration produced around 166,000 tons of grain and oilseed (vs. 169,150 tons in 2020) over a cultivated area of circa 56,000 ha. Winter wheat harvest in AgroGeneration came to over 108K tons produced in net weight, with an average yield of 3.9 tons/ha (vs. 4.4 tons/ha in 2020). This lags behind 2020 successful result by 12% as well as the Ukrainian average yield. Still, dry weather favored good quality of produced wheat. Overall, AgroGeneration produced 56.1k tons of milling wheat in 2021, which composed over 50% of total wheat production. In 2021, the Group collected over 51K tons of sunflower with an

average net yield of 2.0 tons/ha, outperforming 2020 result by 10% (vs 1.8 tons/ha in 2020). Total net production of other crops (peas, soy, and corn) came to over 6K tons.

AgroGeneration posted 2021 revenues of €43.9 million, up €4.8 million from €39.1 million in 2020, primarily resulting from the sale of 134.9K tons (-40.7k tons vs 2020) of crops from 2020 inventories and the 2021 harvest, which were sold with significantly improved crop prices. Sales break down as follows:

- €29.6 million corresponds to revenue from the sale of c.a. 105,800 tons produced in 2021, around 25,000 tons decrease versus 2020 representing a decrease in the sales of winter wheat and sunflower of current year harvest. The difference between tonnage produced and sold of around 60,000 tons corresponds to production used by the company for its own needs (seeds) and to inventory of around 53,700 tons to be sold in 2022;
- €13.9 million from the sale of 2020 inventory (29,200 tons, mainly sunflower);
- €0.4 million from other products and services (storage, drying).

The export share in the Company's revenues (including sales of inventories from prior year production) remained the same as compared with 2020 and stood at 33% (in tonnage). Excluding crops not eligible for export (sunflower), the proportion would be 47%.

1.5.2. Earnings

Gross result from operations substantially improved from €16.8 million in 2020 (restated) to €32.4 million in 2021, a €15.6 million improvement. This increase can be broken down as follows:

- €14.0 million related to the effect of a remarkable price increase for both wheat (+30%/ton yoy) and sunflower (+55%/ton yoy) following global market trends;
- €5.7 million change in the fair value of biological assets and finished goods in 2021 as compared with 2020 representing a combined effect of selling crop prices increases, partially offset by production cost increase vs. 2020;
- €(1.7) million associated with the increased production cost of crops sold on the back of fertilisers and crop protection products prices increase mainly (for wheat +8%/ha yoy, for sunflower +11%/ha yoy);

- €(2.4) million effect from forex, IFRS16 effect, lower sold volumes, and change in operational results from other activities.

Selling, general and administrative expenses further decreased by 7.3%, or by €0.36 million, from €4.9 million in 2020 to €4.5 million in 2021, mostly attributed to the following:

- €0.41 million reduction in administrative expenses associated with finalized cost saving initiatives, in particular optimization of headcount structure, legal costs, other administrative expenses;
- €(0.05) million increase in selling expenses mostly driven by increase in logistic tariffs.

All in all, primarily supported by extremely favourable crop selling prices observed in 2021, EBITDA of the Group reached spectacular €35.2 million vs €19.4 million in 2020 (restated).

Net other expenses of €(11.1) million in 2021 refer mainly to the depreciation of goodwill (non-cash effect). Being objectively restricted to conduct reliable and effective testing to confirm the book value of the goodwill (on the back of non-availability of objective / realistic assumptions to be applied) and referring to the increasing risks and indicators of political and military escalation in Ukraine as of 31.12.2021 the Group recognised impairment of the goodwill in the full amount of €11.2 million.

Consequently, operating profit reached €16.7 million compared to €11.5 million in 2020 (restated), i.e. an increase of €5.2 million.

Net financial expense stood at €(2.7) million versus €(9.8) million in 2020 (restated). The decline of €7.1 million is primarily attributed to the variances in net foreign currency gains (c.a. €5.9 million positive variance) driven by the strengthening of the Ukrainian hryvnia during 2021 vs. Ukrainian hryvnia depreciation during 2020. Despite the latter, excluding any forex impact, the Group continued to reduce its financial expenses (by c.a. €1.2 million vs 2020) on the back of further debt burden reduction.

Overall, the Group achieved net profit from operations amounting to €14.2 million versus €2.3 million in 2020 (restated).

1.5.3. Financial structure

During the financial year, equity has increased from €33.8 million (restated) to €50.1 million. This improvement despite the currency translation differences of €2.1 million has been driven by an achieved net profit of €14.2 million.

Operating cash flow totaled €25.7 million. This cash flow enabled the company to cover capital expenditures, repayment of borrowings, and interest paid during the year. At year-end, cash and short-term financial assets (mainly Ukrainian domestic government bonds) amounted to €7.1 million.

The Group substantially decreased the amount of its net debt: from €26.5 million as of the end of 2020 (restated) to €17.5 million as of the end of 2021 (-34% yoy). Excluding IFRS 16, net debt came to €0.6 million as of the end of 2021 versus €11.0 million in 2020.

1.6. Progress and challenges

The Group's financial indicators further improved in 2021 as illustrated by high returns disclosed. 2021 Group's results were fueled by favorable market crop prices, which fully compensated slight decrease in 2021 total production volume and strongly supported the performance of EBITDA this year. In addition, in 2021, as expected, the full effect of implementation of cost optimization initiatives, commenced already at the end of 2019 and continued during 2020-2021, became visible by year end and thus also added to the improvement of AgroGeneration's year-end returns.

Thanks to the above, by the end of 2021, the Group improved its economic fundamentals by strengthening its equity by further reducing net debt. Reflecting those improvements and the higher quality of AgroGeneration's creditworthiness, the financing of the 2022 harvest was fully secured sooner than last year by internally generated operating cash flows.

Full-scale war in Ukraine, launched in February 2022 by Russian troops invaded the country, reset all prior performance achievements of the Group. Nearest future prospects of the Company remain uncertain as the war is ongoing to the date of this report.

1.7. Research and development

In 2021, the Group did not perform any research and development activities.

1.8. Foreseeable developments and outlook

Russian invasion of Ukraine launched on February 24th, 2022 dramatically changed all plans and expectations of the Group for 2022. As of today, the Group almost two times reduced its farmlands under operation due to partial temporal occupation of the lands and due to damaged assets and infrastructure, followed by inability to execute any operations on such lands. Special release was published by the Group on June 16th, 2022, which reflects current preliminary loss estimate conducted by the Group's management. The total loss amount in monetary terms was preliminary assessed at around 19M USD, including lost crops, damaged machinery and infrastructure, inventories, inputs, etc. To the date, there is no possibility to accurately confirm this amount, as intense military activities are in place of the location of Group's assets.

2022 prospects seem uncertain at the moment. A number of fundamental factors may further severely adverse Company's performance in the near future, in particular: ongoing Russian invasion of Ukraine with no visible completion terms; substantial increase in main inputs prices (fertilizers, fuel, chemicals) additionally fueled by ongoing war; blockade of sea ports followed by significant reduction of local crop selling prices due to oversupply of grains in Ukraine and appreciated logistics within the country; operational challenges with harvesting and sowing campaigns, followed by deterioration of production yields on the back of fields damage and violation of applied crop growing technologies.

The Group makes all possible efforts to sustain its operations. Over the course of seven months of 2022, the Group has taken the following emergency actions:

- The business processes within the Company have been rebuilt to adjust to the existing challenges and to provide continuity to the Group's activities. The Group's key personnel and top managers continue working but remotely.
- Selling, general, administrative and other operating expenses, as well as CAPEX, have been reduced to the minimum required to meet the primary needs of the Group's core business. In addition, the Management considers further cost cutting measures to adjust the latter to almost twice reduced scope of operations.
- The spring sowing campaign was completed in May 2022; the Group had sufficient seeds, fertilizers, fuel, pesticides and other inputs required for the sowing areas, as well

as the necessary vehicles, agricultural machinery and human resources. In total, the Group currently plans to harvest around 30k hectares (vs. 56k hectares in 2021) of its managed landbank (spring and winter crops) in 2022. The condition of sowings (mainly wheat and sunflower) is good or satisfactory, still new challenges may occur, as the risks of further fields' damages are very high as the war is still ongoing.

- Thanks to strong cash position of the Group at the end of 2021, the management of the Company was able to cover all operational expenses, including execution of 2022 spring sowing campaign in extremely difficult conditions of war and under significant loss occurred in the first half of 2022. Still, to strengthen its cash position (and compensate up to 6M USD of lost revenues in H1 2022 due to lost stocks, inability to export, and significantly reduced local crop selling prices) the management of the Company considers attracting external financing from available sources: either from Alfa bank or from trading partner, as the Group did in the past years. The Group plans to withdraw up to 4M USD in H2 2022.

The progress of war in Ukraine and its implications for the Group's operations over the coming months remain extremely uncertain. Notwithstanding the Group's executed measures in maintaining operations thus far, currently it is not possible to provide guidance as to how the year may turn out.

1.9. Significant events occurred since 31 December 2021

1.9.1. War in Ukraine

On 24 February 2022, Russian forces commenced a military invasion of Ukraine resulting in a full-scale war across the country. The ongoing military attack has led, and continues to lead, to significant casualties, dislocation of the population, damage to infrastructure and disruption to economic activity in Ukraine.

War in Ukraine dramatically changed all plans and expectations of the Group for 2022. As of today, the Group almost two times reduced its farmlands under operation due to partial temporal occupation of the lands and due to damaged assets and infrastructure. The total loss amount in monetary terms was preliminary assessed at around 19M USD, including lost crops, damaged machinery and infrastructure, inventories, inputs, etc. **To the date, there is no possibility to accurately confirm this amount, as intense military activities are in place of the location of Group's assets.**

2022 prospects seem uncertain at the moment. The Group makes all possible efforts to sustain its operations considering the economic situation. Over the course of seven months of 2022, the Group has taken a number of emergency actions to provide continuity to the Group's activities, still currently it is not possible to provide guidance as to how the year may turn out as the war is still ongoing to the date of this report.

1.9.2. Audit of the financial statements

Considering that the military invasion of Russia, the Ukrainian's statutory auditors of the Group were unable to visit and made their usual due diligence in all farming subsidiaries of the Group located in Kharkiv.

2. GROUP' S PERIMETER

2.1. Group's companies

The consolidated companies at December 31, 2021, as well as the direct or indirect interests held by AgroGeneration S.A. in these entities, are shown in a table in **Appendix 1**.

2.2. Acquisitions and disposals of investments

During financial year 2021, the Group did not make any divestment or acquisition.

3. STATUTORY ANNUAL ACCOUNTS AND RESULT ALLOCATION

3.1. Review of annual accounts of AgroGeneration S.A.

3.1.1. Presentation rules and evaluation methods

The presentation rules and valuation methods used to draw up the annual financial statements comply with the French regulations in force and no change has occurred compared to previous years.

Based on the new regulation ANC 2015-05, foreign exchange results can be accounted as operating income or financial result. Consequently forex gains or losses on trade customers or suppliers are accounted in operating result.

3.1.2. Turnover and results

The turnover of AgroGeneration S.A. amounts to € 0 million, compared to a turnover in 2020 of €1.6 million, due to fact that since 2020 all new crop export contracts are concluded directly between Ukrainian farms and customers and not via AgroGeneration SA.

The operating result is a profit of € 0.3 million vs. a loss of €-0.4 million in 2020.

The net financial result is a profit of € 16.9 million compared to a loss of €-2.2 million in 2020.

The significant profit in 2021 was mainly due to reversal of impairment of investments to Agrogeneration Ukraine LLC. The net result is a profit of € 12.9 million compared to a loss of €-2.2 million in 2020.

3.1.3. Shareholders' equity

Equity amounted to €34.3 million compared to €21.4 million in 2020, i.e. an increase of €12.9 million.

3.1.4. Payment deadlines

In accordance with the article L.441-6-1 of the French Commercial Code, please find below information on the payment terms of suppliers and customers. All amounts come from the balance sheet and therefore include VAT, except for abroad where there is no VAT.

- **Supplier payment terms**

At December 31, 2021, the balance of accounts payable and related accounts (excluding advances received) amounted to €174,355, broken down as follows :

- French Third-Party Suppliers: €10,429
- Foreign Third-Party Suppliers: €0
- Group Supplier: €0
- Supplier - Invoices not received: €163,928

The payment dates of accounts payable presented concern French and foreign third-party suppliers, as well as intra-group suppliers.

	Not yet due	<30 days	<60 days	<90 days	>90 days	Total**	%*
payments by due date							
31/12/2021	0	10 429	0	0	0	10 429	0
Number of invoices	0	0	5	0	0	5	0

* Compared to the total amount of purchases for the year.

** Does not include balance of "Supplier - Invoices not received"

As a reminder in the previous years :

	Not yet due	<30 days	<60 days	<90 days	>90 days	Total	%*
31/12/2020	0	0	40 800	58 601	2 235 154	2 335 154	103
31/12/2019	430 935	494 835	308 506	225 631	114 677	1 574 585	9
31/12/2018	1 214 521	1 578 477	1 280 957	272 599	13 442	4 359 995	17

- **Customers payment terms**

At 31 December 2021, the balance of accounts receivable amounted to €11,474,712, broken as follows:

- French third-party customers : €0
- Foreign third-party customers : €0
- Group customers : €11,474,712
- Group customers – not yet been invoiced : €0

The payment dates of accounts receivables concern French and foreign third-party customers, as well as intra-group customers.

	Not yet due	<30 days	<60 days	<90 days	>90 days	Total**	%*
31/12/2021	0	0	0	0	11 474 712	11 474 712	0
Number of invoices	0	0	0	0	6	6	0

* Compared to the total amount of sales for the year

** Does not include balance of "Group customers – not yet been invoiced"

3.1.5. Loans of less than 3-years concluded by AgroGeneration S.A.

No loans of less than three years have been concluded by AgroGeneration S.A. in accordance with Article L. 511-6 of the Monetary and Financial Code.

3.2. Proposed allocation of the result

The result of the financial year ended at 31 December 2021 was a net profit of €12,946,262, which we propose to allocate to the retained earnings account.

3.3. Non-deductible expenses

No reinstatement in the calculation basis of corporation tax has been made under Article 39-4 of the French Tax Code (excess or non-deductible depreciation).

3.4. Amount of dividends distributed over the past three fiscal years eligible to the 40% rebate and non-eligible to this rebate

AgroGeneration S.A. did not distribute any dividends or income eligible for the 40% rebate for the previous three financial years.

3.5. Five-year financial summary

In accordance with the provisions of Article R. 225-102 of the French Commercial Code, a table is attached to this report (**Appendix 2**) showing our company's results for each of the last five financial years.

4. FREE SHARES, STOCK-OPTIONS, STOCK SUBSCRIPTION WARRANTS, BSPCE (STOCK OPTIONS) AND OTHER SECURITIES

As a result, as at December 31, 2021, the number of outstanding instruments and the number of shares potentially issuable following the exercise of these instruments are presented below:

Instruments	Number of instruments	Number of potential additional shares
KONKUR Warrants*	1 379 487	2 519 544
Total		2 519 544

* issued on 30 September 2015 to the benefit of Konkur Investments Limited, the exercise price is comprised between 1,79€ to 2,50€ per share.

During the financial year 2021, 190 ORNANE (Notes), 4,123,781 warrants, and 190 warrants-notes (*Bons d'Emission*) issued to the benefit of European High Growth Opportunities Securitization Fund in accordance with 2018's financing program have been terminated pursuant to the settlement agreement entered into on 16 September 2021 (see **Section 1.2.3**).

During financial year 2021, AgroGeneration S.A. did not grant any stock options to corporate officers.

5. DISCLOSURE OF INFORMATION REGARDING TRADING IN SECURITIES BY EXECUTIVES OR BOARD MEMBERS OR ASSIMILATED

In accordance with Article 223-26 of the General Regulations of the Financial Markets Authority (AMF), there were no operations that has to be declared to the AMF.

6. INFORMATION ON THE SHARE CAPITAL OF AGROGENERATION S.A.

At December 31, 2021, the share capital amounts to €11 079 319.35. It is divided into 221 586 387 ordinary shares with a par value of €0.05.

6.1. Shareholding structure

In accordance with Article L. 233-13 of the Commercial Code, we hereby inform you of the identity of the shareholders directly or indirectly holding more than 5%, 10%, 15%, 20%, 25%, 33, 33%, 50%, 66, 66%, 90% or 95% of the share capital or voting rights at General Meetings, as well the identity of other shareholders:

Shareholders	At 31/12/2021	
	Number of shares	%VR and capital
Konkur Investments Ltd	126 084 106	56.90%
Gravitation	4 306 409	1.94%
Float *	91 195 872	41.16%
Total	221 586 387	100.00%

* Public ownership corresponds to the free float and the portion held by certain former employees and owned by AgroGeneration S.A. (See Section 6.2.1).

The key shareholders of AgroGeneration S.A. are as follows :

- **Konkur Investments Limited** is owned at 80% by a wholly owned subsidiary of the investment fund SigmaBleyzer Southeast European Fund IV, CV. The fund is managed by SigmaBleyzer Investment Group LLC, the general partner, which is controlled at 100% by Michael Bleyzer, Lev Bleyzer and Valery Dema.
- Charles Beigbeder holds 90% of the capital of the company **Gravitation**.

6.2. Information regarding the transactions made by the Company on its share capital

6.2.1. Employee participation in the capital

In accordance with the provisions of Article L. 225-102 of the Commercial Code, we inform you that as of December 31, 2021, there are no shares held by employees.

6.3. Stock price

At the end of the financial year, the AgroGeneration S.A. share price was €0.23.

6.4. Branches

At the date hereof, AgroGeneration S.A has no branch.

7. INFORMATION ON ENVIRONMENTAL IMPACTS AND SOCIAL PROGRAMS


7.1. Protection of the environment

The farmland operated by AgroGeneration is part of Ukraine's natural heritage and must be managed in a respectful and reasoned manner. In this respect, the sustainable environment is a concept taken into account at the highest level of the Company's management. In defining its environmental management policy, the Company relies on the provisions of Ukrainian environmental legislation and other regulations and strictly complies with all government regulations relating to environmental protection.

At the same time, implementing its philosophy of promoting innovation and technology, AgroGeneration is committed to preserving the environment with state-of-the-art equipment, innovative technology and cutting-edge farming methods. In order to minimise erosion and to preserve soil moisture and nutrients, the Company directs its investments towards the choice of modern farm machinery within the framework of reduced tillage practices. All equipment has fuel consumption detectors and GPS navigation systems, which not only reduces energy consumption, tracks vehicle movements and achieves high precision planting, but also controls emissions of dangerous gases.

7.2. Social programs

In line with its commitment to social responsibility, AgroGeneration supports disadvantaged structures such as orphanages, hospitals, schools and retired populations. Thanks to its diversified activities, the Company distinguishes itself by improving the living conditions of the villages in the regions where it is present, and in particular in the Kharkhiv oblast, which faces population displacements from the Lugansk and Donetsk oblasts. The essential aspect is the creation of jobs for local residents. This aspect has all the more impact as posts are created in rural areas, where unemployment is a particularly difficult issue. In addition, the Company pays special attention to Ukrainian children, the future of the country. It thus supervises several schools in the areas where the group's subsidiaries are located. AgroGeneration



invests in infrastructures such as schools and young football teams, finances the purchase of new sports equipment and provides other types of assistance as needed. The Company also invests in the great tradition of summer camps for young people and sends gifts at the end of the year to children.

Since the declaration of war by Russia, it is specified that the Company is making its best efforts to maintain its social programs described above.

8. INJUNCTIONS OR FINES AS A RESULT OF ANTI-COMPETITIVE PRACTICES

We inform you that AgroGeneration S.A. has not been subject to any injunction or financial penalty for anti-competitive practices during financial year 2021.

*

* *

PART 2 – CORPORATE GOVERNANCE REPORT

1. Agreements referred to in article L. 225-37-4 paragraph 2 of the French Commercial code

This section will present:

- The regulated agreements referred to in article L. 225-38 of the French Commercial code have been entered into during the financial year ended 31 December 2021 and duly authorized by your Board of directors throughout the financial year **(1.1)**,
- The other regulated agreements which have been entered into in the past financial years, have been continued **(1.2)**,
- The other regulated agreements which have been authorized since the end of the financial year **(1.3)**,
- The agreements entered into between the subsidiaries of the Company and the shareholders and/or executives of the Company **(1.4)**.

These regulated agreements referred in subsection 1.1, 1.2 and 1.3 are discussed in the special report of the auditors.

1.1. Regulated agreements duly authorized throughout the financial year

No agreements have been authorized by the Board of directors of AgroGeneration S.A. throughout the financial year.

1.2. Regulated agreements approved in the past financial years and pursued during the current financial year

The following agreements, authorized by the Board of directors of AgroGeneration S.A., have been pursued throughout the financial year:

- ***Revolving loan entered into with Konkur Investments Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000***: the Board of directors authorized on March 31st 2017 the conclusion of a revolving loan, dated April 1st 2017, to the benefit of AgroGeneration S.A., for a maximum amount of € 2 900 000, which can be drawn down in several times for a maximum amount of € 1 450 000 for each drawing on the 1st of April and the 1st of October of each year. Every drawing will have a maximum maturity of one (1) year and an interest rate of 12%. This interest rate may be reviewed in the case there is a movement of the market, after an approval given by

the Board of directors.

- ***Amendment n°2 to the Revolving loan entered into with Konkur Investments Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000:*** the Board of directors authorized on March 31st 2017 the conclusion of a revolving loan, dated April 1st 2017, to the benefit of AgroGeneration S.A., for a maximum amount of € 2 900 000, which can be drawn down in several times for a maximum amount of € 1 450 000 for each drawing on the 1st of April and the 1st of October of each year. Every drawing will have a maximum maturity of one (1) year and an interest rate of 12%. This interest rate may be reviewed in the case there is a movement of the market, after an approval given by the Board of directors.

The Board of directors also authorized on July 3rd 2017 the modification of the terms and conditions of this loan, in particular to include SigmaBleyzer Investment Group LLC as an additional lender.

This one-year agreement was not renewed but was amended on March 28, 2018 by the Board of Directors to extend the maturity date of the two drawings within the framework Revolving loan agreement of one (1) year.

This agreement has been amended to modify the maturity date. The reimbursement of the two drawings of a respective amount, in principal, of € 752,190 and € 1,433,744.

This agreement was the subject of a forth amendment, authorized by the Board of Directors, in order to modify the maturity dates of this loan.

- ***Loan entered into with Konkur Investments Limited for a maximum amount of € 1,433,744:*** On March 28, 2018, the Board of Directors authorized the conclusion of a loan by Konkur Investments Limited for the benefit of AgroGeneration SA for a maximum amount of € 1,433,744 for a period of one (1) year, interest rate of 12%. On April 3, 2018, the Company made a drawing of € 1,433,744.
This agreement has been amended to modify the maturity date.
- ***Loan entered into with Konkur Investments Limited for a maximum amount of € 1,433,744:*** On September 13, 2018, the Board of Directors authorized the conclusion of a loan by Konkur Investments Limited for the benefit of AgroGeneration SA for a maximum amount of € 1,433,744 for a period of one (1) year, interest rate of 12%. On

October 1, 2018, the company made a draw of € 1,433,744.

This agreement has been amended to modify the maturity date.

- ***Loan from Konkur Investments Limited for a maximum amount of € 1 433 744:*** the Board of directors authorized on March 14, 2019 the conclusion dated March 15, 2019 of a loan by Konkur Investments Limited to the benefit of AgroGeneration S.A., for a maximum amount of €1 433 744 and for a period of six months, with an interest rate of 12%.

On 1 April 2019, Agrogenation drew down €1,433,744.

The Board of directors considered the conclusion of this agreement to be justified by the forthcoming financial deadlines of the Company.

- ***Amendment n°3 to the Revolving Loan from Konkur Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000:*** the Board of Directors authorized on March 14, 2018 the conclusion dated March 15, 2019 of a new amendment to the revolving loan entered into between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a maximum amount of € 2 900 000.

The aim of this amendment is to extend the maturity date of the two drawings realized under the aforementioned one (1) year revolving loan. The first drawing, with a principal amount of €752 190 and the second drawing, with a principal amount of €1 433 744, shall now be repaid on October 2nd 2019 (from previously April 1, 2019 for the first one and October 2, 2018 for the second one).

The Board of directors considered the conclusion of the amendment to be justified by the forthcoming financial deadlines of the Company.

- ***Amendment No. 4 to the revolving loan agreement between the Company and Konkur Investments Limited and SigmaBleyzer Investment Group LLC***

On October 4, 2019, the Board of Directors authorized the conclusion of a global amendment to all contracts concluded between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a total amount of €6,214,513.

The purpose of this amendment is to modify the maturity date of these loans in order to (i) suspend their due date, (ii) make them repayable at any time subject to a prior period of (5) days and (iii) modify the qualification of these loans as a global shareholder loan.

The Board of Directors considered that the conclusion of this new amendment was justified by the Company's future financial maturities.

As of the date hereof, the principal amount outstanding under these agreements amounts to €6,214,513.

The Board of directors considered that the conclusion of this agreement and its amendment were justified by the forthcoming financial deadlines of the Company.

- ***Settlement agreement between John Shmorhun and AgroGeneration SA and Harmelia Investments Limited:*** On 31 March 2020, the Board of Directors authorised the signature of a transactional agreement between the Company, Mr John Shmorhun and Harmelia Investments Ltd relating to the termination of Mr John Shmorhun's functions within the group. The agreement provides, in exchange of the resignation of Mr. John Shmorhun (i) an immediate payment of USD 150,000 by Harmelia and (ii) an additional earn out payment of a maximum amount of USD 144,360 by Harmelia if AgroGeneration sells two farms within 12 months or if the majority shareholder, Konkur Investments Limited, sells its interest in AgroGeneration (without any obligation on the part of AgroGeneration or Konkur Investments Limited to make such sales).

The Board of Directors considered that the conclusion of this agreement was justified by the absence of financial burden for AgroGeneration.

At the date of the management report, Harmelia and Company's commitments under this agreement have ended during the financial year ended 31 December 2021 and no payment has been made.

1.3. Regulated agreements authorized since the end of the financial year

Since the end of the 2021 financial year, no agreements have been authorized by the Board of directors of AgroGeneration S.A.

1.4. Agreements entered into between the subsidiaries of the Company and the shareholders and/or executives of the Company

The following agreements, referred to in article L. 225-37-4 paragraph 2 of the French Commercial code, have been entered into during the 2021 financial year:

- **Rent agreements between Ukrainian subsidiaries (Registr, AGG UA, DON, BUR) and Techno-Iron LLC:** the rent agreements on the rent of office premises in Kharkiv, dated December 01, 2018 has been concluded between Register LLC (Registr), AgroGeneration Ukraine LLC (AGG UA), APK Dontets LLC (DON), Burlukskoje PC (BUR) and Techno-Iron LLC (the company controlled by SigmaBleyzer Group). The agreements between these companies have been replaced with the newly signed agreements dated November 1, 2021.

The new rent agreements on the rent of premises in Kharkiv, dated March 1, 2021 have been concluded between Lan LLC (LAN), AF Podoljevskaja LLC (POD), AF Ukraina Nova LLC (UNA) and Techno-Iron LLC.

The invoices amount for the 2021 financial year reduced to €245,951 without taxes.

2. GOVERNANCE

We remind you that under the provisions of article L. 225-51-1 of the Commercial Code, the Board of Directors has opted to separate the functions of Chairman of the Board of Directors and Managing Director, Mr. Michael Bleyzer acting as Chairman of the Board of Directors and Mr. Sergiy Bulavin acting as Managing Director.

2.1. Composition of the Board of Directors and of the executive management during the past financial year

Term of office	Surname and first name / company name	Date of first appointment	End of the term of office
Chairman of the Board of Directors	Mr. Michael Bleyzer	Ordinary General Meeting of 11/10/2013	As Chairman until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
Member of the Board of Directors			As Director until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024

Term of office	Surname and first name / company name	Date of first appointment	End of the term of office
Member of the Board of Directors	Mr. John Shmorhun	Ordinary General Meeting of 11/10/2013	As Director until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Lev Bleyzer	Ordinary General Meeting of 11/10/2013	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Valery Dema	Ordinary General Meeting of 11/10/2013	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Neal Warren Sigda	Ordinary General Meeting of 11/10/2013	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Guillaume James	Ordinary General Meeting of 11/07/2014	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Xavier Regnault	Ordinary General Meeting of 26/06/2018	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2023
Managing Director	Mr. Sergiy Bulavin	Board of directors of 31/03/2020	Unlimited

2.2. Personal information regarding the Managing Director

Sergiy Bulavin – Managing Director of AgroGeneration



Sergiy Bulavin began his career in 1995 at SigmaBleyzer, a US-based private equity firm and current majority shareholder of AgroGeneration. He held a number of operational and senior management positions covering several Eastern European countries (Ukraine, Bulgaria, Romania and Kazakhstan) before taking up a position as Vice President assigned to the Ukraine Agricultural Project.

In 2010, he joined Harmelia as First Vice President, and after the 2013 merger with AgroGeneration, became Senior Vice President of AgroGeneration. Since March 2020, he became Managing Director of the Group.

2.3. Personal information regarding the members of the Board of Directors

Michael Bleyzer – Chairman of the Board of Directors



Michael Bleyzer is the founder of SigmaBleyzer (established in 1994), one of Eastern Europe's largest and most experienced private equity investors, and the developer of its business model, which blends the best of Western business practices with extensive regional experience in former Soviet bloc countries.

Born in Kharkiv, Ukraine, Mr. Bleyzer was raised and educated in the Soviet Union, graduating from the Kharkiv Institute of Radioelectronics with a Master of Science in digital electronics and quantum physics. His career took him to Russia, Ukraine, Uzbekistan and Turkmenistan, before he came to the U.S. in 1978 where he became an American citizen. Mr. Bleyzer then embarked on a career in finance and management, which lasted over 15 years at Exxon and Ernst & Young included a variety of operational, management and executive positions in Texas, Louisiana and Europe.

Mr. Bleyzer has appeared on CNBC as an expert on emerging markets investment and frequently speaks at investment conferences around the world. Mr. Bleyzer has served on the Board of Directors of the Houston Holocaust Museum, the Texas Emerging Technology Fund Advisory Committee, Thunderbird Private Equity Center Executive Advisory Board, the Thunderbird Global Council, and the Advisory Board of the Emerging Markets Private Equity Association (EMPEA).

Since October 2013, Mr. Bleyzer serves as Chairman of the Board of Directors of AgroGeneration.

Lev Bleyzer – Member of the Board of Directors



Lev Bleyzer is a founding Partner of SigmaBleyzer and is responsible for everyday operations at the company. Mr. Bleyzer was born in the former Soviet Union and attended Kharkiv Engineering Economics Institute. He immigrated to the United States in 1981 and graduated from the University of Houston with a degree in management in 1987.

During college, he worked for a wine wholesale company, where he became one of the top salesmen in Houston. After graduation, Mr. Bleyzer was accepted into the management program of a national retail company where he worked for four years as sales manager until he joined Sigma Ventures Inc. in 1994.

Mr. Bleyzer is a member of the Board of Directors of numerous companies located throughout Eastern Europe. In his capacity as Board Member, he is responsible for the financial and operational aspects of each business.

Since October 2013, Lev Bleyzer sits at the Board of Directors of AgroGeneration. He is also Chairman of the Remuneration Committee and member of the Audit committee.

Valery Dema – Member of the Board of Directors



Valery Dema founded Sigma Financial Industrial Group in 1989 and served as its General Director. In 1994, Sigma Financial Industrial Group brought under the control of Sigma Venture Inc, date on which he became vice-chairman. He is currently responsible for New Business Development in SigmaBleyzer.

Mr. Dema graduated from the Kharkiv Aviation Institute in 1985. His post-graduate studies include three years of economics at the Kharkiv Engineering Economics Institute, one year of management at Cologne University in Germany and three years of law at the Kharkiv Institute of Jurisprudence.

Since October 2013, Valery Dema sits at the Board of Directors of AgroGeneration.

Neal Warren Sigda – Member of the Board of Directors



Neal Sigda is a Partner at SigmaBleyzer, serving as a member of the Investment Committee and the Chairman of the Internal Portfolio Review Board. From 1995 to 1997, Mr. Sigda spent most of his time in Kaliningrad, Russia as well as in St. Petersburg, where he was the Director of Finance for a joint venture.

Prior to that, he spent several years in the publishing industry. Mr. Sigda holds a bachelor's degree from Cornell University and a Master of International Management from Thunderbird, the American Graduate School of International Management (with a specialization in finance).

As Partner at SigmaBleyzer, Mr. Sigda has helped build or manage various areas of the business. This includes serving or having served on several Boards of Directors, heading up SigmaBleyzer Equities Research Group, monitoring investors' relation and leading the Deal Team.

Since October 2013, Mr. Sigda serves as a member of the Board of Directors of AgroGeneration. He is also a Chairman of the Audit Committee and member of the Remuneration Committee.

John Shmorhun – Member of the Board of Directors



John Shmorhun is a former DuPont executive that has worked in Ukraine and Russia for more than 18 years managing DuPont's agricultural businesses in the region. As Director, he was in charge of operations in Russia, Ukraine, and the CIS countries for eight years.

Prior to that appointment, he started-up DuPont Ukraine, where he served as the General Director in charge of DuPont's agrochemical business from 2003 to 2008. He served as a Navy pilot for 10 years prior to joining DuPont. Mr. Shmorhun has served on many boards, including the American Chamber of Commerce in Russia, DuPont Khimprom CJSC, and DuPont Russian Coatings CJSC. He holds an MBA from the International Management Institute in Geneva and a BS in Mechanical Engineering from the US Naval Academy. Since 2010, John Shmorhun has

been employed as the President of Harmelia, a portfolio company of SigmaBleyzer. From 2013 till March 2020, Mr. Shmorhun has served as the CEO at AgroGeneration.

Guillaume James – Member of the Board of Directors



Guillaume James graduated from Panthéon Assas University in 1999. He holds a degree of Master in Law. Between 2000 and 2002 Mr. James served as a Jurist at Self Trade (online broker).

Between 2002 and 2010 he held a position of Director of Corporate Affairs at Poweo (First Independent French Electricity and Gas Supplier).

Since 2008, Mr. James serves as a Director at Gravitation. Since 2014, Guillaume James sits at the Board of Directors of AgroGeneration. He is also a member of the Remuneration Committee.

Xavier Regnaud - Member of the Board of Directors



Xavier Regnaud is an agronomist and geneticist, graduated from the Executive MBA of HEC Paris and Babson College in Innovation and Entrepreneurship.

From 1990 to 1994, Xavier Regnaud was the chief of agricultural food products innovation market of the group Limagrain.

From 1995 to 2008, he successively held the positions of General Director of Fidesco then of the Entrepreneurs Network (financing of SMEs with a high potential), where he was at the initiative of the creation of an investment fund for innovative companies.

From 2008 to 2013, he was the President and Vice President of IHD (Health) and Momagri (Agricultural Rating Agency). From 2019 to the present he is the President of Blainville Executive Conseil.

Xavier Regnaud serves as a member of AgroGeneration's Board of Directors since 2017.

2.4. List of other directorships and positions held by the corporate officers

Name and surname of the director	Mandates and positions held within the Group during the financial year ended and during the last five financial years	Offices and positions held outside the Group during the last five financial years
Michael Bleyzer	<u>Mandates and functions during the past financial year:</u> - Chairman of the Board of Directors	<u>Mandates and functions during the year ended:</u> - Founder and Chairman, DAAR Charitable Foundation - CEO, member of the Investment Committee and founding partner of SigmaBleyzer
John Shmorhun	<u>Mandates and functions during the past financial year:</u> - Member of the Board of Directors	None.
Valery Dema	<u>Mandates and functions during the past financial year:</u> - Member of the Board of Directors	<u>Mandates and functions during the year ended:</u> - HASK-Flex (Ukraine): member of the Board of Directors
Lev Bleyzer	<u>Mandates and functions during the past financial year:</u> - Member of the Board of Directors	<u>Mandates and functions during the year ended</u> - CEO, member of the Investment Committee and funding partner of SigmaBleyzer - Member of the Board of Directors of UKRN I New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of UKRN II New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of UKRN III New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of Volia Limited (Cyprus) - Member of the Board of Directors of OISIW Limited (Cyprus) - Member of the Board of Directors of Elandia Holding Limited (Cyprus) - Member of the Board of Directors of Giacintoco Holding Limited (Cyprus) - Member of the Board of Directors of Braeside Limited (Cyprus) - Member of the Board of Directors of SBF IV Cyprus Limited (Cyprus) - Member of the Board of Directors of Ostrella Limited (Cyprus) - Member of the Board of Directors of Konkur Investments Limited (Cyprus) - Member of the Board of Directors of Iviza Investments Limited (Cyprus) - Member of the Board of Directors of Bonza Bay Investments Limited (Cyprus) - Member of the Board of Directors of Ungeni Investments Limited (Cyprus)

		<ul style="list-style-type: none"> - Member of the Board of Directors of SigmaBleyzer Southeast European Fund IV CV (Holland) - Member of the Board of Directors of SBF Southeast European Holdings BV (Holland) - Director of SigmaBleyzer Investment Group LLC (USA) - Director of SBT GP VI LLC (USA) - Director of SBT Investment VI LLC (USA) - Director of SIGMA UGF-IV LLC (USA) - Vice-President of Sigma Ventures Inc (USA) - Vice-President of Sigma Advisors Inc (USA) - Member of the Board of Directors of Poltava Conditier (Ukraine) - Member of the Board of Directors of Sigma Cayman III LTD (Cayman) <p><u>Mandates and functions held during the last five financial years:</u></p> <ul style="list-style-type: none"> - Member of the Board of Directors of Aquorn Holding Limited (Cyprus) - Member of the Board of Directors of Wellaxo Investments Limited (Cyprus) - Member of the Board of Directors of SBV IV Dairy BV (Holland) - Member of the Board of Directors of Sumatra LTD (Ukraine) - Member of the Board of Directors of Covalact
Neal Sigda	<p><u>Mandates and functions during the past financial year:</u></p> <ul style="list-style-type: none"> - Member of the Board of Directors 	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - President of the Internal Portfolio Review Board of SigmaBleyzer - Member of the Investment Committee and partner of SigmaBleyzer
Guillaume James	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - Member of the Board of Directors 	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - CEO of DreamJet Participations SAS - Vice CEO of Gravitation SAS - Member of the monitoring Board of Audacia SAS - President of GCMI Corporate SAS
Xavier Regnault	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - Member of the Board of Directors 	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - Blainville Executive Conseil : President
Mr. Sergiy Bulavin	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - CEO 	<p><u>Mandates and functions during the year ended:</u></p> <ul style="list-style-type: none"> - SigmaBleyzer: Non Executive Vice President / Advisor - NST Group: Member of Advisory Board <p><u>Mandates and functions held during the last five financial years:</u></p> <ul style="list-style-type: none"> - Ukrainian Corporate Governance Academy: CEO (till April, 2020)

2.5. Remuneration of the Members of the Board of Directors and Executive Management

2.5.1. Remuneration of the Members of the Board of Directors

By decision dated January 4th, 2021 the Board decided to suspend any future allocation of attendance fees by the Board until the Board considered that the Group has better performance.

2.5.2. Remuneration of the Executive Management

The remuneration of the Managing Director is determined by the Board of Directors after consulting the Compensation Committee on the basis of financial criteria, and stands as follows:

- At 31 December 2021:
 - Fixed annual remuneration paid: €70,000.
- At 31 December 2020 (as from March 31st, 2020):
 - Fixed annual remuneration paid: €132,800 (€56,800 to Sergey Bulavin and €76,000 to John Shmorhun).

Following the replacement of the new Managing Director in March 2020, the annual remuneration has been reduced from €310,000 to €70,000 per year.

2.6. Authorization to increase the share capital

In accordance with Article L. 225-37-4, paragraph 3 of the Commercial Code, you will find attached in **Appendix 3** a summary table of the valid delegations granted by the general shareholders' meeting and the Board of Directors in the area of capital increases.

Done in Paris, 02 August 2022

Board of Directors

AgroGeneration S.A.

APPENDIX 1 – LIST OF CONSOLIDATED COMPANIES

At 31 December 2021, AgroGeneration held the following subsidiaries:

All companies are fully consolidated.

#	Name	Conso name	Registered office	Activity	December 31, 2021 % of interest
1	AgroGeneration	AgroGeneration	Paris - France	Group Holding	Consolidating entity
2	Marrimore Holdings Ltd	Marrimore	Nicosia - Cyprus	Holding company	100%
3	Harmelia Investments Limited	Harmelia	Nicosia - Cyprus	Holding company	100%
4	AgroGeneration Ukraine LLC	AGG UA	Kiev - Ukraine	Service operating company	100%
5	APK Donets LLC	DON	Kharkiv - Ukraine	Agricultural producer	100%
6	Burlukskoje PC	BUR	Kharkiv - Ukraine	Agricultural producer	100%
7	AF Barvenkovskaya LLC	BAR	Kharkiv - Ukraine	Agricultural producer	100%
8	AF Podoljevskaja LLC	POD	Kharkiv - Ukraine	Agricultural producer	100%
9	AF Ukraina Nova LLC	UNA	Kharkiv - Ukraine	Agricultural producer	100%
10	Lan LLC	LAN	Kharkiv - Ukraine	Agricultural producer	100%
11	Register LLC	Registr	Kharkiv - Ukraine	Service operating company	100%
12	Tornado Agro-holding PC	Tornado	Kharkiv - Ukraine	Service operating company	100%

APPENDIX 2 - TABLE OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS

(Article R. 225-102 of the Commercial Code)

	31.12.2017	31.12.2018	31.12.2019	31.12.2020	31.12.2021
Financial position at the end of the year					
Share capital	5,060,590	5,345,383	11,079,319.35	11,079,319.35	11,079,319.35
Number of shares issued	101,211,804	106,907,660	221,586,387	221,586,387	221,586,387
Maximum number of shares to be created:					
- by conversion of bonds	117,284,400	121,421,899	6,333,333	6,333,333	-
- by subscription right	4,793,917	8,067,698	7,911,158	7,105,825	2,519,544
Overall result of actual operations					
Turnover (before tax)	28,133,635	27,110,995	18,862,432	1,629,337	0
Net result before tax, depreciation and provisions	(2,253,500)	(4,986,923)	(3,446,645)	(720,660)	(4,059,338)
Tax burden					
Net result after tax, depreciation and provisions	(15,654,480)	(28,903,443)	(71,615,995)	(2,184,816)	12,946,262
Amount of profits distributed					
Result of operations reduced to a single share					
Result after tax, but before depreciation and provisions	- 0	-	-		
Result after tax, depreciation and provisions	- 0	-	-		
Dividends paid to each share					
Staff					
Average workforce	2	2	2	1	1
Amount of the payroll	164,766	205,510	182,251	73,594	12,778
Amounts paid in social benefits (social security, works)	89,845	78,993	82,715	30,405	3,998

APPENDIX 3 – SUMMARY TABLE OF THE VALID AUTHORIZATIONS GRANTED BY THE GENERAL MEETING

(Article L. 225-37-4, 3° of the French Commercial Code)

Number	Concerned delegations	Date of the General Meeting granting the authorization	Duration of the authorization	Implementation
1	Authorization granted to the Board of Directors for the purpose of buying, holding or transferring Company's shares that the Company holds or might hold due to repurchases made in accordance with articles L. 22-10-62 and L. 225-209-2 of the French Commercial Code, within the limit of 10% of the share capital.	24 June 2021 5 th resolution	18 months	Delegation not used in 2021
2	Authorization granted to the Board of Directors for the purpose of decreasing the share capital by cancelling treasury shares that the Company may hold in accordance with article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the share capital ascertained at the moment of the cancellation decision.	24 June 2021 6 th resolution	18 months	Delegation not used in 2021